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# Double Helix Corporation dba KDHX Community Media

## By-laws

*Revisions adopted March 15, 2021*

### **Mission Statement of the Double Helix Corporation**

The mission of KDHX is to build community through media.

# By-laws of the Double Helix Corporation

*A Corporation Organized Under the  
General Not for Profit Law of Missouri*

## **ARTICLE I. OFFICES**

### **Section 1. Principal Office of the Corporation.**

The principal office of the Corporation shall be at such place within or outside the State of Missouri as may from time to time be determined by the Board of Directors. The Corporation may have such other offices, in addition to its principal office, within or outside the State of Missouri as the Board of Directors may from time to time determine.

### **Section 2. Registered Office and Registered Agent.**

The location of the registered office and the name of the registered agent of the Corporation in the State of Missouri, and in any other states in which the Corporation shall conduct its business and in which it has a registered agent, shall be determined, from time to time, by the Board of Directors, pursuant to the applicable provisions of law.

## **ARTICLE II. MEMBERS**

### **Section 1. Members.**

There shall be one class of Members of the Corporation: Associate Members. Only natural persons may be Members.

## **Section 2. Associate Members.**

**A. Definition and Duration of Associate Membership.** Any natural person who is an active volunteer to the Corporation may be selected in the manner stated below in Section 2.B to serve as an Associate Member.

**B. Appointment of Associate Members.** Any person seeking to become an Associate Member shall (i) complete the required training program and (ii) submit a signed volunteer agreement for review by the Corporation's Executive Director. The Executive Director shall automatically appoint persons who follow the application criteria in this Section 2.B unless they are a formerly terminated Associate Member under Section 2.C.3. If a person whose Associate Membership was terminated for cause in Section 2.C.3 reapplies for Associate Membership, the Executive Director may withhold appointment for the benefit of the Corporation.

**C. Termination of Associate Membership.** An Associate Membership shall be terminated upon the first to occur of the following events:

1. Death of the Associate Member. The death of an Associate Member shall terminate such Membership effective on the date of death of such Associate Member.
2. Resignation by the Associate Member. An Associate Member may resign his or her Membership at any time by submitting a written notice of such resignation to the Corporation. If no date of resignation is specified, then such resignation shall be effective on the date such written notice is received by the Corporation. Otherwise, the date of resignation specified in such written notice shall be the effective date of resignation.
3. Standards for Termination. Associate membership may be terminated due to inactivity of the Associate Member or for other cause as determined by the Executive Director, including but not limited to: (i) impugning the integrity of the Corporation, Staff, Board of Directors or Officers, (ii) harming the reputation of the Corporation, Staff, Board of Directors or Officers, (iii) being the subject of an ongoing criminal investigation (iv) conviction of a dangerous felony (v) engaging in financial, sexual or otherwise unethical misconduct.

The Secretary of the Corporation or his or her designee shall remove the name of each terminated Associate Member from the list of Associate Members to implement such termination. Termination of Associate Membership terminates all rights, powers, and privileges of such Associate Member on the effective date of termination. A person whose Associate Membership is terminated for any reason can reapply for Associate Membership by following the criteria in Section 2.B.

**D. Annual Meeting of Associate Members.** The annual meeting of the Associate Members of the Corporation for the election of Directors and for the transaction of such other business as may properly come before the meeting is to be held in the month of February of each calendar year. Failure to hold the annual meeting of Associate Members at the designated time and date shall not work a forfeiture or dissolution of the Corporation, nor shall it otherwise invalidate any action taken at other meetings. All meetings of the Associate Members shall be held at the principal offices of the Corporation, or at such other place within or outside the State of Missouri as the Board of Directors shall have determined, which shall be stated in notice of such meeting.

**E. Special Meetings of Associate Members.** Special meetings of the Associate Members may be called by a majority of the Board of Directors or by the President. Special meetings shall be held at the principal office of the Corporation or at such other place within or outside the State of Missouri as shall be designated in the notice of such special meeting.

**F. Notice of Meetings of Associate Members.** Written or printed notice of each meeting of the Associate Members, whether annual or special, stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for such meeting, shall be delivered or given to each Associate Member entitled to vote at such meeting, by mail, electronically or personally, not less than ten (10) days or more than sixty (60) days prior to such meeting, unless as to a particular matter, other or further notice is required by law, in which case such other or further notice shall be given. Any notice of an Associate Members' meeting sent by mail shall be deemed to be delivered when deposited in the United States mail, with postage thereon pre-paid, addressed to the Associate Member at his or her address as it appears on the records of the Corporation. Attendance of an Associate Member in person at any meeting shall constitute a waiver of notice of such meeting, except where an Associate Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any and all notices required by this subparagraph may be waived in the manner prescribed in Article II, Section 2, subparagraph G of these By-Laws.

**G. Waiver of Notice.** Whenever any notice is required to be given under the provisions of these By-Laws or any law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of giving such notice.

**H. Organization of Meetings of Associate Members.** Every meeting of the Associate Members, for whatever purposes, shall be convened by the President. In the absence of the President, the meeting shall be convened by the Vice President. Unless absent, the President and Secretary of the Corporation shall act as President and Secretary, respectively, of such meeting.

**I. Business Which may be Transacted at Annual Meetings.** At each annual meeting of the Associate Members, the Associate Members shall commence the election of Director(s) to hold offices until their term expires, according to the provisions described by these by-laws. The Associate Members may transact such other business as may be desired, whether or not the same was specified in the notice of the meeting, unless consideration of such other business, without it having been specified in the notice of the meeting as one of the purposes of such meeting, is prohibited by law.

**J. Business Which may be Transacted at Special Meetings.** Business transactions at all special meetings shall be confined to the purposes stated in the notice of such meeting, unless the transaction of other business is consented to by the Associate Members entitled to vote at such meeting. Participation in such meeting shall constitute an Associate Member's consent to the business transacted, except where an Associate Member participates for the express purpose of objecting to the transaction of business generally or any specific matter.

**K. Quorum of Associate Members.** At all meetings of the Associate Members, 17 members or 10% of the Associate Members in good standing (whichever is greater) shall constitute a quorum at such meeting. However, less than such quorum shall have the right successively to adjourn the meeting to a specified date not longer than ninety (90) days after such adjournment. Notice of such adjournment must be given to Associate Members not present in person at any such meeting. A quorum must be present during a meeting in order to transact any business.

**L. Proxies for Associate Members.** Proxies for Associate Members are not allowed. Associate Members may not attend a meeting of Associate Members or vote by proxy.

**M. Voting by Associate Members.** In voting on all matters presented to them, including the election of Director(s), each Associate Member shall be entitled to one (1) vote on each matter submitted to a vote at any meeting of the Associate Members.

**N. Associate Member Actions Without Meeting.** Election of Director(s) by the associates may be taken without a meeting if the Corporation delivers a written or electronic ballot to every Associate Member entitled to vote on the matter, with such ballot setting forth each proposed action to be taken and providing an opportunity to vote for or against each proposed action. Approval by a written or electronic ballot pursuant to this subparagraph shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting of Associate Members, and the number of approvals of the proposed action exceeds the number of votes that would be required to approve the matter at a meeting of the Associate Members at which the total number of votes cast was the same as the number of votes cast by ballot.

All solicitations for votes by written or electronic ballot (for Associate Member action without a meeting) shall:

1. indicate the number of responses needed to meet the quorum requirements;

2. state the number of approvals necessary to approve each matter, other than the election of Directors; and
3. specify the time by which a ballot must be received by the Corporation in order to be counted.

A written ballot may not be revoked.

## **ARTICLE III. BOARD OF DIRECTORS**

### **Section 1. General Powers - Restrictions and Qualifications.**

The property, business and affairs of the Corporation shall be controlled and managed by a Board of fifteen (15) Directors, three (3) of whom shall be elected by the Associate Members, and twelve (12) of whom shall be appointed by the Board of Directors. A Director must be a natural person who is at least eighteen (18) years of age. An employee of the Corporation may not serve simultaneously as a Director. The Directors may adopt such rules and regulations for the conduct of their meetings, the management of the Corporation and the duties and obligations of a Director as they deem proper, provided such rules and regulations are not inconsistent with these By-Laws, the Articles of Incorporation or the laws of the State of Missouri.

### **Section 2. Term of Office and Election of Directors**

The term of office for each director is three (3) years.

**A. Directors Elected by Associate Members.** Associate Members shall elect one (1) Director annually. Elections shall conclude within seven (7) days after the annual meeting of the Associate Members.

**B. Directors Appointed by the Board of Directors.** The board of directors shall appoint directors to fill vacancies and expiring terms.

**C. Nominations of Directors for Elections.** Nominations for the elections of Directors shall be made as follows.

1. **Nominations Made by Associate Members.** Nominations for directors to be elected by the associate members shall be made in advance of the annual meeting of associate members either by vote of the Board of Directors or by petition of any three (3) or more associate members. Nominations made by vote of the Board of Directors shall be made in advance of the time set for printing, mailing, and providing of the ballots to associate members. Any three (3) or more Associate Members entitled to vote may nominate by a written or electronic petition a person to be elected by the Associate Members who is qualified to serve as a Director. Each

such written or electronic nominating petition shall (i) be signed, electronically or otherwise, by each nominating Associate Member, (ii) contain a printed, legible identification of each such nominating Associate Member, (iii) state the name of the nominee, and (iv) contain a written acknowledgment, signed by the nominee, committing that such nominee will faithfully perform the duties and obligations of a Director, if elected. Such written or electronic nominating petitions must be received by the Secretary of the Corporation, or his or her designee, at least thirty (30) days and not more than ninety (90) days before the annual meeting of the Associate Members.

2. **Nominations Made by Directors.** Any Director may nominate a person to be elected by the Directors who is qualified to serve as a Director. Each such person nominated must have acknowledged that such nominee will faithfully perform the duties and obligations of a Director, if appointed.

**D. Elections of Directors.** The manner of conducting the elections of Directors shall be as follows.

1. **Election of Directors by Associate Members.** All elections of Directors by Associate Members shall be conducted in the following manner. Elections shall be conducted by written or electronic ballots mailed or provided to Associate Members by the Secretary of the Corporation or his or her designee. For purposes of the Directors' election, associate membership is defined as being an associate member in good standing of the corporation on January 31 of the year of the election. Such ballots shall contain (i) the names of each qualified nominee, (ii) the beginning year of the three (3) year term of the nominees, (iii) concise, written statements of nominees submitted to the Secretary of the Corporation or his or her designee for inclusion with the mailed ballots, and (iv) the date and time by which ballots must be received by the Secretary of the Corporation or his or her designee to be counted.
2. **Election Rules and Regulations.** The Board of Directors may adopt such rules and regulations governing the elections of Directors as they deem necessary and appropriate, from time to time.

### **Section 3. Annual and Regular Meetings.**

The Board of Directors shall meet annually in March for the appointment of Officers of the Corporation, and for the transaction of any other business. Regular meetings of the Board of Directors may be held at such times as the Board of Directors may call.

**Section 4. Regular or Special Notice of Meetings.**

Regular meetings of the Board of Directors may be held with or without notice at such times and places, either within or outside the State of Missouri, as shall from time to time be fixed by resolution and adopted by unanimous vote of the Board of Directors. Any business may be transacted at a regular meeting. Any one or more of the Directors may call special meetings of the Board of Directors. The place of such special meeting may be within or outside the State of Missouri, as designated in the notice. Written or printed notice of each such special meeting of the Board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be provided electronically or mailed to each Director at least five days before the day on which the meeting is to be held, or be delivered to him personally at least three days before the day on which the meeting is to be held. If mailed, such notice shall be deemed delivered when deposited in the United States mail with sufficient postage pre-paid and addressed to the Director at his or her residence or usual place of business. The notice may be given by any Officer having authority to call the meeting or by any Director.

**Section 5. Waiver of Notice.**

Whenever any notice of a meeting is required to be given to any Director under the provisions of these By-Laws, or the Articles of Incorporation or any law, a waiver thereof in writing signed by such Director, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. To the extent provided by law, attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of a specific matter of or any business because the meeting is not lawfully called or convened.

**Section 6. Meetings by Telephone or Similar Communications Equipment.**

Unless otherwise restricted by the Articles of Incorporation or these By-Laws, members of the Board of Directors of the Corporation, or any committee designated by such Board, may participate in a meeting of such Board or committee by means of a telephone or similar communications equipment whereby all persons participating in the meeting can hear or communicate concurrently with each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

**Section 7. Action of the Board of Directors Without a Meeting.**

Any action, which is required to be or may be taken at a meeting of the Board of Directors, may be taken without a meeting if written consents, setting forth the action so taken, are signed by all of the Directors. The consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held and may be stated as such in any certificate or document filed under the General Business and Corporation Law of Missouri. The Secretary of the Corporation or his or her designee shall file the consents with the minutes of the meetings of the Board of Directors.



**Section 8. Quorum.**

At all meetings of the Board, a quorum shall consist of at least one half of the Directors in office immediately before a meeting begins, unless a greater number as to any particular matter is required by law, the Articles of Incorporation or these By-Laws. A quorum must be present during a meeting in order to transact any business. Unless a greater number as to any particular matter is required by law, the Articles of Incorporation or these By-Laws, any and all Board action shall require a majority vote of all Directors present at the time of said vote.

**Section 9. Vacancies.**

Any vacancy occurring in the Board of Directors by death, resignation, or otherwise shall be filled promptly by a majority vote of the Board of Directors. If the vacancy is a position appointed by the Board of Directors, the new appointment shall begin a new term. If the vacancy is a position elected by the Associate Members, the new appointment shall fulfill the unexpired term of the vacated position.

**Section 10. Management.**

The Board of Directors shall appoint an executive director or directors for the corporation. The executive director(s) shall have and may exercise all of the powers and authority customarily pertaining to the position of executive director or general manager of a broadcasting station in the management of the Corporation; provided, however, that the appointment of executive director and the delegation of authority to her or him shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon the Directors by law. The executive director shall keep regular written records of his or her actions, which records shall be provided to the Secretary of the Corporation regularly. The Secretary or an Assistant Secretary of the Corporation may act as Secretary for the executive director if the executive director so requests.

**Section 11. Removal of Directors.**

A Director may be removed from office for missing three (3) consecutive regular, special, or annual Board meetings, or any combination thereof; missing four (4) regular Board meetings in any Board year; failing or refusing to serve on and attend at least one (1) standing Board committee; failing or refusing to perform the duties of a Director; or for cause. For these purposes, the term "for cause" shall mean taking any action that is deleterious to the best interest of the Corporation. Additionally, a Director may be removed without cause and in accordance with the provisions of Missouri law.

**Section 12. Executive Committees.**

The Board of Directors may designate Executive Committees from time to time, by resolution. Any such committees shall consist of no less than two (2) Directors, but may consist of more. Missouri law shall govern the creation of any such committee, the appointment of members to any such committee, and the authority of any such committee

## **ARTICLE IV. OFFICERS**

### **Section 1. Officers and Qualifications.**

In addition to the executive director, the Board of Directors shall appoint a President, Vice President, Secretary, and Treasurer. In addition, the Board of Directors may appoint such number of additional officers or assistants, as the Board of Directors may from time to time deem necessary or appropriate. The same person may hold more than one office. No Officer need be a Member of the Corporation. Each officer must be a current member of the Board of Directors of the Corporation. The Board, from time to time, may also appoint such other agents of the Corporation as shall be necessary or appropriate, each of whom shall serve at the pleasure of the Board or for such period of time as the Board may specify, and shall exercise such powers, have such titles and perform such duties as shall be determined from time to time by the Board or by an Officer empowered by the Board to make such determination.

### **Section 2. Term of Office.**

The Officers shall hold their respective offices for the term of one year and until their respective successors have been duly appointed and qualified, unless sooner removed as hereinafter provided. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

### **Section 3. Removal of Officers.**

The removal of any Officer can be effectuated only by a vote in favor of removal cast by two-thirds (2/3) of the Directors in office at the time of said vote. Any Officer can be removed with or without cause.

### **Section 4. Duties of Officers.**

The duties and powers of the Officers of the Corporation shall be as follows and as shall hereafter be set by resolution of the Board of Directors.

#### **A. President.**

1. The President shall be the Chief Executive and Administrative Officer and shall preside at all meetings of the Board of Directors and at all meetings of the Members.
2. The President or his or her designee shall cause to be reported at each of the annual meetings of the Members and Directors on the condition of the business, affairs and property of the Corporation.

3. The President or his or her designee shall cause to be called regular and special meetings of the Members and Directors in accordance with requirements of the law, the Articles of Incorporation, and these By-Laws.
4. The President or his or her designee shall enforce these By-Laws and perform all the duties customarily incident to such office or which are required by law.
5. The President shall have such other and further duties and authority as may be prescribed elsewhere in these By-Laws or from time to time by the Board of Directors.

**B. Vice President.**

In the absence or incapacity of the President, the Vice President, in order of seniority in office if more than one or, if there is no Vice President, the Secretary, shall perform all the duties of the President, unless some other Officer is designated by the Board of Directors to perform such duties. The Vice President shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President.

**C. Secretary.**

1. The Secretary or his or her designee shall keep the minutes of the meetings of the Board of Directors and of the Members in appropriate books. The Secretary or his or her designee shall also keep minutes of meetings of all committees.
2. The Secretary or his or her designee shall attend to the giving of notices of special meetings of the Board of Directors and of all meetings of the Members of the Corporation.
3. The Secretary shall be the custodian of the records, documents and papers of the Corporation and of the seal, or shall select, subject to approval by the President, a person, firm or Corporation to be the custodian of the records and seal of the Corporation.
4. The Secretary shall keep at the principal office of the Corporation, or at such place as may be selected, subject to approval by the President, books or records containing the names of all persons who are or were Members of the Corporation, showing their last known addresses, the type and status of membership, and the dates when they commenced, terminated, resigned, or reinstated membership.
5. The Secretary or his or her designee shall attend to all correspondence and present to the Board of Directors at its

meetings all official communications directed to the Corporation.

6. The Secretary shall have authority to sign or execute all checks payable in the name of the Corporation, as determined by the Board of Directors.
7. Any Assistant Secretary, in the absence or incapacity of the Secretary, may perform the duties and exercise the powers of the Secretary, and shall perform such other duties and have such other authority as the Board of Directors may from time to time prescribe.
8. The Secretary shall perform all duties customarily incident to the Office of Secretary of the Corporation.

**D. Treasurer.**

1. The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and shall deposit such funds and securities in the name of the Corporation in such banks, savings and loan or other depository companies as the Board of Directors or President may designate, from time to time.
2. The Treasurer shall keep at the principal office of the Corporation, or with persons, firms or Corporations designated by the President, accurate books of account of all its business transactions and shall at all reasonable hours exhibit books and accounts to any Director upon request during business hours.
3. The Treasurer or his or her designee shall render or cause to be rendered a report of the condition of the finances of the Corporation at each annual meeting of the Board of Directors and at such other times as shall be requested of him by the Directors.
4. Any Assistant Treasurer, in the absence or incapacity of the Treasurer, may perform the duties and exercise the powers of the Treasurer, and shall perform such other duties and have such other authority as the Board of Directors may from time to time prescribe.
5. The Treasurer shall further perform all duties customarily incident to the office of Treasurer of the Corporation.
6. If required by the Board of Directors, the Treasurer shall give such bond as the Board of Directors may deem appropriate for the faithful performance of the duties of Treasurer or Assistant Treasurer.

### **Section 5. Vacancies.**

All vacancies in any office shall be filled promptly by the Board of Directors, either at a regular meeting or a meeting specially called for that purpose.

## **ARTICLE V. SEAL**

The corporate seal of the Corporation shall be a circular device with the name of the Corporation around the border.

## **ARTICLE VI. HOLD HARMLESS AND INDEMNIFICATION**

Each person who is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director or Officer of the Corporation, including the heirs, personal representatives, executors, administrators or estate of such person, may be held harmless and indemnified by the Corporation to the fullest extent permitted or authorized by the laws of the State of Missouri, now in effect and hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs or expenses (including attorney's fees) asserted or threatened against and incurred by such person in such capacity as or arising out of his or her status as a Director or Officer of the Corporation or, if serving at the request of the Corporation, as a Director or Officer of another Corporation. The hold harmless and indemnification provided by this or any other By-Law provision shall not be exclusive of any other rights to which those held harmless and indemnified may be entitled under any other By-Law or under any agreement, vote of Members or disinterested Directors or otherwise, and shall not limit in any way any right which the Corporation may have to make different or further indemnification with respect to the same or different persons or classes of persons.

## **ARTICLE VII. FISCAL YEAR**

Subject to limitations imposed by the Internal Revenue Code, as amended pertaining to tax exempt organizations, the Board of Directors shall have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of or action by the Board of Directors, however, the fiscal year of the Corporation shall end each year on the date that the Corporation treated as the closing of its fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

## **ARTICLE VIII. WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given under the provisions of the laws of the State of Missouri or under the provisions of these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice,

whether before or after the meeting in respect to which any such notice would otherwise be required, and filed with the President or Secretary, shall be deemed equivalent to the giving of such notice.

## **ARTICLE IX. AMENDMENT OF BY-LAWS**

The Board of Directors has the sole power to amend and revise these by-laws, except for provisions described herein as “Actions Affected by Article IX”.

Amendment or revision of the by-laws, except for Actions Affected by Article IX, must be approved by two-thirds majority vote of all Directors in office at the time of said vote, at any regular or special meeting of the Board of Directors. Amendments or revisions to the by-laws must be consistent with the Articles of Incorporation, and Missouri state law.

### **Section 1. Actions affected by Article IX.**

The following actions shall not be taken except as is consistent with Missouri state law and by the provisions of this Article IX and are Actions Affected by Article IX: alteration of, amendments to, or repeal of the Articles of Incorporation or adoption of new Articles of Incorporation; alteration of, amendment to, or repeal of any of the Actions affected by Article IX; adoption of plans of merger or consolidation; the sale, lease, exchange, or other disposition of any and all radio frequencies owned in whole or in part by the Double Helix Corporation; the dissolution of the corporation, and the adoption of any plan of distribution upon dissolution in agreement with the terms of the Articles of Incorporation; and the revocation of voluntary dissolution proceedings.

#### **A. Notice of meetings where business includes Actions Affected by Article IX.**

Notice that the Board of Directors may take Actions Affected by Article IX must be provided in writing at least seven (7) but not more than thirty (30) days before any meeting (annual, regular, or special) of the Board of Directors. Written or printed notice shall be provided electronically or mailed to each Director. Such notice may be given by any Director or officer of the corporation, or, if notice is given early enough, may be included in the notice of the meeting. Except when notice as required by this section has been given when and as provided herein, no Action Affected by Article IX shall be valid, unless such notice be waived in unity by all Directors in office at the time of the meeting, such waiver being executed before or after the meeting.

Notice that the business of a meeting of the associate members may include Actions Affected by Article IX may be given as provided in the case of special meetings of the associate members. Except when such notice is given, no Action Affected by Article IX shall be valid unless such notice be waived in unity by all associate members holding membership at the time of the meeting, such waiver being executed either before or after the meeting, or unless the Action Affected by Article IX is taken without a meeting by a consent, in writing, setting forth the action so taken and signed by two-thirds of all the members entitled to vote .

**B. Voting on Actions Affected by Article IX.**

Actions Affected by Article IX require, in order to be effective, the requisite votes both of the Board of Directors and the associate members.

Unless a higher number or percentage is required by law, the requisite vote of the Board of Directors to take an Action Affected by Article IX shall be the two-thirds of the Directors in office at the time of said vote.

The requisite vote of the associate members to take an Action Affected by Article IX shall be two-thirds of the votes entitled to be cast by the members present at the meeting of the associate members.

**CERTIFICATE**

The undersigned hereby certifies that the foregoing By-Laws are a true and exact copy of the By-Laws of the Corporation as adopted by the Board of Directors on the 15 day of March, 2021.

*Joan Bray*

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**President**

Acknowledged by:

*K. Land*

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**Secretary**